

01/25/2006 16:09 FAX 3057893395

STEARNS-WEAVER-MILLER

001/004

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
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DIVISION OF CORPORATIONS

**FLORIDA/FOREIGN LP/LLP
RIVER CROSSING ASSOCIATES, LTD.**

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$1,061.25

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[Signature]

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RIVER CROSSING ASSOCIATES, LTD.**

Pursuant to Section 620.1201 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of RIVER CROSSING ASSOCIATES, LTD., a Florida limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
River Crossing Associates, Ltd.
2. The office and principal place of business for the Partnership currently is:
7483 S.W. 24th Street, Suite 209
Miami, Florida 33155
3. The name and address of the agent for service of process on the Partnership are:
Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33155
4. The name and address of the General Partners of the Partnership are:
River Crossing GP, Inc.
7483 S.W. 24th Street, Suite 209
Miami, Florida 33155
5. The mailing address of the Partnership is:
7483 S.W. 24th Street, Suite 209
Miami, Florida 33155

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act.

DATED: January 25, 2006

RIVER CROSSING GP, INC., a Florida corporation,
its sole General Partner

By: [Signature]
Name: Alben Duffie
Title: President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian McDonough hereby accepts his appointment as registered agent for River Crossing Associates, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: January ____, 2006

Brian J. McDonough, Registered Agent

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as General Partners, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act.

DATED: January ____, 2006

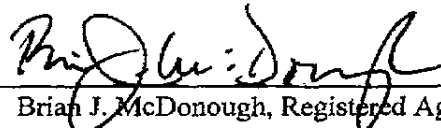
RIVER CROSSING GP, INC., a Florida corporation,
its sole General Partner

By: _____
Name: _____
Title: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian McDonough hereby accepts his appointment as registered agent for River Crossing Associates, Ltd., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: January 25, 2006



Brian J. McDonough, Registered Agent

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